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FEB 10 1997

DEPARTMENT OF FINANCE

**FILED**  
 FEB 13 1997  
 LARRY V. GUNTER  
 CLERK OF DISTRICT COURT  
 BANNOCK COUNTY, IDAHO

ALAN G. LANCE  
 ATTORNEY GENERAL  
 STATE OF IDAHO

MARY E. HUGHES  
 Deputy Attorney General  
 State of Idaho  
 Department of Finance  
 PO Box 83720  
 Boise ID 83720-0031  
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**RECEIVED**  
 FEB 11 1997  
 BY: \_\_\_\_\_

**IN THE DISTRICT COURT OF THE SIXTH JUDICIAL DISTRICT  
 OF THE STATE OF IDAHO, IN AND FOR THE COUNTY OF BANNOCK**

STATE OF IDAHO, Department  
 Of Finance,

Plaintiff,

vs.

Z3 CAPITAL CORPORATION,  
 STELLA BELLA CORPORATION, and  
 VENABLE DANCE, an individual,

Defendants.

Civil No. CV OC 96-00788B

**STIPULATION FOR JUDGMENT  
 AND PERMANENT INJUNCTION**

COMES NOW the Plaintiff, by and through counsel, and Defendant Z3 Capital Corporation (Defendant), in order to avoid prolonged litigation, to stipulate and agree as follows:

1. The Defendant enters its appearance in this action and submits itself to the jurisdiction of the above entitled Court.

**STIPULATION FOR JUDGMENT AND PERMANENT INJUNCTION - 1**

2. The Plaintiff has authority to bring this action; this Court has jurisdiction over the subject matter of this action and over the parties hereto; and, the complaint on file herein states a cause of action for injunctive relief against the Defendant.

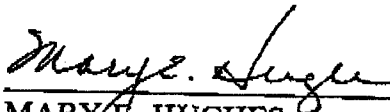
3. The Defendant admits that it violated the Idaho Securities Act as alleged in the complaint herein. The Defendant contends that it committed the violations inadvertently.

4. The Defendant agrees that the Judgment and Permanent Injunction attached hereto may be entered against it and it hereby consents to the entry thereof.

5. Said Judgment and Permanent Injunction shall constitute a final resolution of all issues presented in Plaintiff's complaint as to the Defendant, and may be presented to the Court immediately or at any time convenient to the Court, without the necessity of findings of fact or conclusions of law or further pleadings or proceedings in this matter.

6. All stipulating parties shall bear their own attorney's fees and costs of litigation.


DONE this 29 day of January, 1997.

  
\_\_\_\_\_  
MARY E. HUGHES

Deputy Attorney General  
Counsel for Plaintiff

Z3 CAPITAL CORPORATION

By:  Steven Zubkis

  
\_\_\_\_\_  
STEPHEN J. GLEDHILL  
Counsel for Z3 Capital Corp.

STIPULATION FOR JUDGMENT AND PERMANENT INJUNCTION - 2

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STATE OF IDAHO

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JAN 31 1997

**IN THE DISTRICT COURT OF THE SIXTH JUDICIAL DISTRICT  
OF THE STATE OF IDAHO, IN AND FOR THE COUNTY OF BANNOCK**

|                               |   |                                 |
|-------------------------------|---|---------------------------------|
| STATE OF IDAHO, Department    | ) |                                 |
| Of Finance,                   | ) |                                 |
|                               | ) | Civil No. CV OC 96-00788B       |
| Plaintiff,                    | ) |                                 |
|                               | ) | <b>STIPULATION FOR JUDGMENT</b> |
| vs.                           | ) | <b>AND PERMANENT INJUNCTION</b> |
|                               | ) |                                 |
| Z3 CAPITAL CORPORATION,       | ) |                                 |
| STELLA BELLA CORPORATION, and | ) |                                 |
| VENABLE DANCE, an individual, | ) |                                 |
|                               | ) |                                 |
| Defendants.                   | ) |                                 |
|                               | ) |                                 |

COMES NOW the Plaintiff, by and through counsel, and Defendant Z3 Capital Corporation (Defendant), in order to avoid prolonged litigation, to stipulate and agree as follows:

1. The Defendant enters its appearance in this action and submits itself to the jurisdiction of the above entitled Court.

2. The Plaintiff has authority to bring this action; this Court has jurisdiction over the subject matter of this action and over the parties hereto; and, the complaint on file herein states a cause of action for injunctive relief against the Defendant.

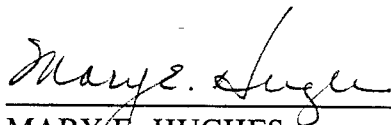
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5. Said Judgment and Permanent Injunction shall constitute a final resolution of all issues presented in Plaintiff's complaint as to the Defendant, and may be presented to the Court immediately or at any time convenient to the Court, without the necessity of findings of fact or conclusions of law or further pleadings or proceedings in this matter.

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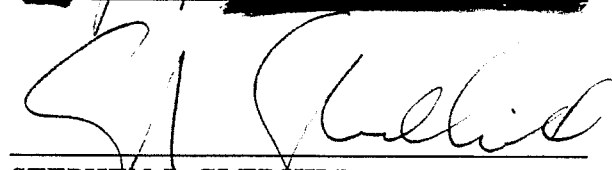
DONE this 29 day of January, 1997.



MARY E. HUGHES  
Deputy Attorney General  
Counsel for Plaintiff

Z3 CAPITAL CORPORATION

By:  Steven Zubkis

  
STEPHEN J. GLEDHILL  
Counsel for Z3 Capital Corp.